

Fill in this information to identify the case:

Debtor name FPUSA, LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF TEXASCase number (if known) 16-40742☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 5, 2016**X /s/ Robert Russell**

Signature of individual signing on behalf of debtor

Robert Russell

Printed name

Sole Executive Committee Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name FPUSA, LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF TEXASCase number (if known) 16-40742☐ Check if this is an amended filing**Official Form 206Sum**
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ <u>0.00</u>
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ <u>1,995,199.00</u>
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ <u>1,995,199.00</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ <u>0.00</u>
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3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ <u>2,365,456.71</u>

4. Total liabilities Lines 2 + 3a + 3b	\$ <u>2,365,456.71</u>
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Fill in this information to identify the case:

Debtor name FPUSA, LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF TEXASCase number (if known) 16-40742☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**☐ No. Go to Part 2.☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. JPMorgan ChaseChecking account1780\$7,560.00**4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$7,560.00**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**☐ No. Go to Part 3.☒ Yes Fill in the information below.**7. Deposits, including security deposits and utility deposits**

Description, including name of holder of deposit

7.1. Resource Enterprises Inc. Security Deposit for Midland shop\$9,000.00**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$9,000.00

Debtor **FPUSA, LLC**
NameCase number (If known) **16-40742**☐ Yes**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)****27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**☒ No. Go to Part 7.☐ Yes Fill in the information below.**Part 7: Office furniture, fixtures, and equipment; and collectibles****38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☐ No. Go to Part 8.☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture			
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software <u>Laptops, software, printer</u>	<u>\$12,063.00</u>	<u>Cost less deprec</u>	<u>\$1,000.00</u>

42. Collectibles *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles43. Total of Part 7.
Add lines 39 through 42. Copy the total to line 86.\$1,000.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

☒ No☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

☒ No☐ Yes**Part 8: Machinery, equipment, and vehicles****46. Does the debtor own or lease any machinery, equipment, or vehicles?**☐ No. Go to Part 9.☒ Yes Fill in the information below.

	General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47.	Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
47.1.	<u>Crew Trailer</u>	<u>\$21,821.00</u>	<u>Cost less deprec</u>	<u>\$21,821.00</u>
47.2.	<u>Stagecoach trailers</u>	<u>\$5,533.00</u>	<u>cost less deprec</u>	<u>\$5,533.00</u>

Debtor **FPUSA, LLC**
NameCase number (If known) **16-40742**48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels49. **Aircraft and accessories**50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**
FPUSA's Rental Equipment (rents to customers)**\$1,086,720.00****Cost less deprec****\$1,086,720.00**51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$1,114,074.0052. **Is a depreciation schedule available for any of the property listed in Part 8?**☒ No☐ Yes53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**☒ No☐ Yes**Part 9: Real property**54. **Does the debtor own or lease any real property?**☒ No. Go to Part 10.☐ Yes Fill in the information below.**Part 10: Intangibles and Intellectual property**59. **Does the debtor have any interests in intangibles or intellectual property?**☐ No. Go to Part 11.☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
62. Licenses, franchises, and royalties License of Vac-Screen System from FP Marangoni	Unknown		Unknown
63. Customer lists, mailing lists, or other compilations			
64. Other intangibles, or intellectual property			
65. Goodwill Goodwill setup by CPA at formation	\$470,725.00		\$470,725.00

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$470,725.00

Debtor **FPUSA, LLC**
NameCase number (if known) **16-40742**

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 1077)?
☒ No
☐ Yes
68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?
☒ No
☐ Yes
69. Has any of the property listed in Part 10 been appraised by a professional within the last year?
☒ No
☐ Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?
 Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

Current value of
debtor's interest

71. Notes receivable				
Description (include name of obligor)				
Partner tax liability	<u>105,000.00</u>	-	<u>0.00</u>	= <u>\$105,000.00</u>
	Total face amount		doubtful or uncollectible amount	

72. Tax refunds and unused net operating losses (NOLs)
Description (for example, federal, state, local)
73. Interests in insurance policies or annuities
74. Causes of action against third parties (whether or not a lawsuit has been filed)
75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims
76. Trusts, equitable or future interests in property
77. Other property of any kind not already listed *Examples:* Season tickets, country club membership
78. Total of Part 11.
Add lines 71 through 77. Copy the total to line 90.
79. Has any of the property listed in Part 11 been appraised by a professional within the last year?
☒ No
☐ Yes

\$105,000.00

Debtor **FPUSA, LLC**
NameCase number (if known) **16-40742****Part 12: Summary****In Part 12 copy all of the totals from the earlier parts of the form**
Type of property**Current value of
personal property****Current value of real
property**80. **Cash, cash equivalents, and financial assets.**
Copy line 5, Part 1\$7,560.0081. **Deposits and prepayments.** *Copy line 9, Part 2.*\$9,000.0082. **Accounts receivable.** *Copy line 12, Part 3.*\$111,878.0083. **Investments.** *Copy line 17, Part 4.*\$0.0084. **Inventory.** *Copy line 23, Part 5.*\$175,962.0085. **Farming and fishing-related assets.** *Copy line 33, Part 6.*\$0.0086. **Office furniture, fixtures, and equipment; and collectibles.**
Copy line 43, Part 7.\$1,000.0087. **Machinery, equipment, and vehicles.** *Copy line 51, Part 8.*\$1,114,074.0088. **Real property.** *Copy line 56, Part 9.....>*\$0.0089. **Intangibles and intellectual property.** *Copy line 66, Part 10.*\$470,725.0090. **All other assets.** *Copy line 78, Part 11.*+ \$105,000.0091. **Total. Add lines 80 through 90 for each column**\$1,995,199.00

+ 91b.

\$0.0092. **Total of all property on Schedule A/B. Add lines 91a+91b=92**\$1,995,199.00

Fill in this information to identify the case:

Debtor name FPUSA, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF TEXAS

Case number (if known) 16-40742

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:

Debtor name **FPUSA, LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF TEXAS**Case number (if known) **16-40742**☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address 4 Star Hose and Supply P. O. Box 541356 Dallas, TX 75354-1356 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,583.62
3.2 Nonpriority creditor's name and mailing address Axiom Medical Consulting, LLC 4840 West Panther Creek Dr. Suite 106 Spring, TX 77381 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,444.50
3.3 Nonpriority creditor's name and mailing address Bracewell & Giuliani, LLP 711 Louisiana St. Houston, TX 77002 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,110,172.66
3.4 Nonpriority creditor's name and mailing address Cartasite, Inc. 1123 Auraria Pkwy. #100 Denver, CO 80204 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,636.96

Debtor	FPUSA, LLC Name	Case number (if known)	16-40742
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3.5	Nonpriority creditor's name and mailing address Cen-Tex Centrifuge Rentals 16505 I-45 South Willis, TX 77318 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,200.00
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3.6	Nonpriority creditor's name and mailing address Dial Lubricants, Inc. 1839 Ryan Rd. Dallas, TX 75220 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,168.95
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3.7	Nonpriority creditor's name and mailing address Fox Pest Control 5601 N. Dixie Blvd. Odessa, TX 79762 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$194.85
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3.8	Nonpriority creditor's name and mailing address FP Marangoni, Inc. 7004 - 39 St. Leduc, Alberta, CA T9E0W1 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$325,036.44
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3.9	Nonpriority creditor's name and mailing address Guadalupe County, TX Treasurer 307 W. Court St. #206 Seguin, TX 78155 Date(s) debt was incurred <u>12/31/2015</u> Last 4 digits of account number <u>8808</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$17,521.58
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3.10	Nonpriority creditor's name and mailing address M-I LLC 5950 North Course Drive Houston, TX 77072 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.11	Nonpriority creditor's name and mailing address M-I LLC c/o John R. Keville, Joshua L. Collins, Michelle C. Repogle 1111 Louisiana, 25th Floor Houston, TX 77002-5242 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$0.00
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Debtor	FPUSA, LLC Name _____	Case number (if known)	16-40742
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3.12	Nonpriority creditor's name and mailing address Markwater Handling Systems, Ltd. 200 Rivercrest Dr. Suite 280 Calgary, Alberta, CA TSC-2X5 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$143,385.40
3.13	Nonpriority creditor's name and mailing address McAlister Printing Co. Inc. P. O. Box 927 Kilgore, TX 75663 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$379.66
3.14	Nonpriority creditor's name and mailing address Performance Fluid Management Corp. 2170 Buckthorne Drive Suite 375 Spring, TX 77380 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$850.00
3.15	Nonpriority creditor's name and mailing address Progressive Waste Solutions of TX 12150 Garland Road Dallas, TX 75218 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$120.25
3.16	Nonpriority creditor's name and mailing address RasTrac 13809 Research Blvd. Suite 735 Austin, TX 78750 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,461.66
3.17	Nonpriority creditor's name and mailing address RJ Price Heavy, LLC 514 Husbach Dr. Judsonia, AR 72081 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$32,115.00
3.18	Nonpriority creditor's name and mailing address Safety Kleen P. O. Box 60756 Midland, TX 79711 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$409.35

Debtor	FPUSA, LLC <small>Name</small>	Case number (if known)	16-40742
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3.19	Nonpriority creditor's name and mailing address SAIA Corp. 11465 Johns Creek Parkway Suite 400 Duluth, GA 30097 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,034.07
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3.20	Nonpriority creditor's name and mailing address SanJan Hot Shot & Transport P. O. Box 13221 Odessa, TX 79768 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,850.00
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3.21	Nonpriority creditor's name and mailing address Screen Logix, LLC 13729 Veterans Memorial Dr. Kaplan, LA 70548 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,592.90
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3.22	Nonpriority creditor's name and mailing address Screen Tech International 11509 E. Pine Rd. Tulsa, OK 74116 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,224.36
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3.23	Nonpriority creditor's name and mailing address Secure Drilling Services, USA LLC 701 Riverside Drive Fort Worth, TX 76111 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$34,006.00
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3.24	Nonpriority creditor's name and mailing address Stuart Hose & Pipe Company 2621 Irving Blvd. Dallas, TX 75207 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$142.53
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3.25	Nonpriority creditor's name and mailing address TASC 2302 International Lane Madison, WI 53704 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$730.00
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Debtor	FPUSA, LLC <small>Name</small>	Case number (if known)	16-40742
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3.26	Nonpriority creditor's name and mailing address Texas Comptroller P. O. Box 13528 Austin, TX 78711 Date(s) debt was incurred <u>12/31/2015</u> Last 4 digits of account number <u>3963</u>	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$21,018.00
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3.27	Nonpriority creditor's name and mailing address The Hartford P. O. Box 660916 Dallas, TX 75266 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,609.95
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3.28	Nonpriority creditor's name and mailing address Total Administrative Services Corporatio 2302 International Ln. Madison, WI 53704-3140 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$730.00
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3.29	Nonpriority creditor's name and mailing address UniFirst Corp. 1520 S. Crane Avenue Odessa, TX 79763 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$352.38
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3.30	Nonpriority creditor's name and mailing address Waggoners Trucking 5210 West Airport Freeway Irving, TX 75062 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,696.50
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3.31	Nonpriority creditor's name and mailing address Western Oilfield Equipment Rentals, Ltd. 7004 39 St. Leduc, Alberta, CA T9E 0W1 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: __ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$617,789.14
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Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
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Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

Debtor **FPUSA, LLC**
Name

Case number (if known) **16-40742**

5a. Total claims from Part 1

5a. \$ 0.00

5b. Total claims from Part 2

5b. + \$ 2,365,456.71

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

5c. \$ 2,365,456.71

Fill in this information to identify the case:

Debtor name **FPUSA, LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF TEXAS**Case number (if known) **16-40742**☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest
Intellectual property lease; intellectual property licensing and assets leasing fees

State the term remaining

List the contract number of any government contract

FP Marangoni Inc.
7004 - 39 Street
Leduc, Alberta
T9E 1W0

2.2. State what the contract or lease is for and the nature of the debtor's interest
Commercial Triple Net Lease; shop rental at 10314 WCR 72, Midland, TX 79707.

State the term remaining
06/30/21

List the contract number of any government contract

Resource Enterprises Inc.
P. O. Box 60509
Midland, TX 79711

Fill in this information to identify the case:

Debtor name **FPUSA, LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF TEXAS**Case number (if known) **16-40742**☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor*

Name	Mailing Address	Name	Check all schedules that apply:
2.1	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	Street City State Zip Code		<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name FPUSA, LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF TEXASCase number (if known) 16-40742☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that applyGross revenue
(before deductions and exclusions)From the beginning of the fiscal year to filing date:
From 1/01/2016 to Filing Date☒ Operating a business
☐ Other _____\$44,180.00For prior year:
From 1/01/2015 to 12/31/2015☒ Operating a business
☐ Other _____\$4,266,150.00For year before that:
From 1/01/2014 to 12/31/2014☒ Operating a business
☐ Other _____\$6,428,428.00**2. Non-business revenue**Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.☒ None.

Description of sources of revenue

Gross revenue from
each source
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **FPUSA, LLC**Case number (if known) **16-40742**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. RJ Price Heavy, LLC 188 Highway 167 N. Bald Knob, AR 72010	02/03/16	\$10,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other____
3.2. Midland Central Appraisal 4631 Andrews Hwy. P. O. Box 908002 Midland, TX 79708	02/01/16	\$8,246.42	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Ad Valorem Tax</u>
3.3. Hall Estill, Attorneys at Law 320 South Boston Avenue Suite 200 Tulsa, OK 74103-3706	03/03/2016, 04/20/2016, 02/25/2016	\$30,833.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other____
3.4. Resource Enterprises Inc. P. O. Box 60509 Midland, TX 79711	01/29/2016, 03/01/2016, 04/05/2016	\$21,000.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other <u>Rent</u>

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Western Oilfield Equipment Rentals 7004-39 St. Leduc, Alberta Canada T9E1W0 Related Company	05/12/15, 05/13/15	\$98,375.00	Payment of trade payables
4.2. Western Oilfield Equipment Rentals 7004-39 St. Leduc, Alberta Canada T9E 1W0 Related Company	007/10/15, 07/13/15	\$100,000.00	Repay legal fees paid by WOE on behalf of FPUSA
4.3. FP Marangoni Inc. 7004-39 St. Leduc, Alberta Canada T9E 1W0 Related Company	07/14/15, 07/15/15, 07/16/15	\$150,000.00	Payment of trade payables for licensing of IP.

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **FPUSA, LLC**Case number (if known) **16-40742**☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. M-I LLC, Plaintiff v. FPUSA, LLC, Defendant 5:15-CV-406	Patent infringement	U.S. Ct. Western District of Texas 655 East Cesar E. Chavez Blvd. Room G-65 San Antonio, TX 78206	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers

Debtor **FPUSA, LLC**Case number (if known) **16-40742****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
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12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address

Dates of occupancy
From-To

14.1. 745 N. 123 Bypass
Suite B
Seguin, TX 78155

June 2013-October 2015

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

☒ No.

☐ Yes. State the nature of the information collected and retained.

Debtor **FPUSA, LLC**Case number (if known) **16-40742**

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units
18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred? Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	JPMorgan Chase Bank P. O. Box 659754 San Antonio, TX 78265	XXXX-1606	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other___	10/09/2015	\$0.00
18.2.	JPMorgan Chase Bank P. O. Box 659754 San Antonio, TX 78265	XXXX-1780	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other___	04/27/16	\$7,478.65

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own
21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environment Information

Debtor **FPUSA, LLC**Case number (if known) **16-40742**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. Dates business existed
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26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
26a.1. Ahlers & Stoll PC 15311 West Vangage Parkway Suite 160 Houston, TX 77032	May 2013 - Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

Debtor **FPUSA, LLC**Case number (if known) **16-40742****Name and address****Date of service
From-To**

26b.1. **Ahlers & Stoll PC**
15311 West Vantage Parkway
Suite 160
Houston, TX 77032

May 2013 - Present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and address****If any books of account and records are
unavailable, explain why**

26c.1. **Markwater Handling Systems**
7004-39 St.
Leduc, Alberta
Canada T9E 1W0

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No☒ Yes. Give the details about the two most recent inventories.

	Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1	Jake Mitchell	12/31/15	\$200,565

**Name and address of the person who has possession of
inventory records**
Cathy Konski
7004-39 St.
Leduc, Alberta
Canada T9E 1W0

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Robert Russell	9 Ranche Drive Dewinton, Alberta Canada T0O 0X0	Sole Executive Committee Member	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No☒ Yes. Identify below.

Debtor **FPUSA, LLC**Case number (if known) **16-40742**

Name	Address	Position and nature of any interest	Period during which position or interest was held
Danny Watkins	907 Blueridge Parkway Longview, TX 75605	Vice President	06/01/2013-12/31/2015
Name	Address	Position and nature of any interest	Period during which position or interest was held
Arthur Robinson	26 Tuscany Glen Way Calgary, Alberta Canada T3L 2V8	Executive Committee Member	06/01/2013-12/18/2015

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Danny Watkins 907 Blueridge Parkway Longview, TX 75605	\$128,461	04/2015 - 12/2015	Salary for role as Vice President
Relationship to debtor Vice President			
30.2 Horizontal Upstream Technologies, LLC 907 Blueridge Parkway Longview, TX 75605	\$2,615, \$3,016, \$1,919	02/20/16, 03/02/16, 04/05/16	Consulting for transition from Vice President
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer identification number of the parent corporation

Debtor **FPUSA, LLC**

Case number (if known) **16-40742**

Part 14: Signature and Declaration

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 5, 2016**

/s/ Robert Russell

Signature of individual signing on behalf of the debtor

Robert Russell

Printed name

Position or relationship to debtor **Sole Executive Committee Member**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes